

HELM

FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

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August 30, 2007

RECORDATION NO. 25483 A FILED

SEP 06 '07

9-50 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

RE: Termination of Schedule to Master Lease dated as of August 20, 2007 by Helm Financial Corporation ("Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Full Termination.

In connection with the recording of the Full Termination, please note the following information:

<u>Name and Address of Lessor:</u>	Helm Financial Corporation 505 Sansome Street, Suite 1800 San Francisco, CA 94111
<u>Name and Address of Lessee:</u>	Ferrocarril Mexicano, S.A. de C.V. Av. Insurgentes Sur No. 432, 2nd Floor Mexico City, D.F. 06760 Mexico

<u>Equipment:</u>	18 Boxcars FXE 811038-811055 (Inclusive)
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Please record this Termination as a supplemental agreement to STB Recordation No. 25483 filed on March 4, 2005. The filing fee of \$35.00 is included in our enclosed check.

Summary: Termination of Schedule to Master Lease dated as of August 20, 2007 by Helm Financial Corporation for 18 boxcars, FXE 811038-811055 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 25483.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

SEP 06 '07

9-50 AM

TERMINATION OF SCHEDULE TO MASTER LEASE SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SCHEDULE TO MASTER LEASE ("Termination") is dated as of August 20, 2007 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

WHEREAS, Lessor entered into the Master Lease Agreement dated as of May 31, 1999 ("**Master Lease**") and Schedule No. 3 thereto dated as of March 9, 2001 ("**Schedule No. 3**"), with **Ferrocarril Mexicano, S.A. de C.V.**, a Mexican corporation, with respect to the railcars as described in Schedule A attached hereto ("**Units**"); and

WHEREAS, with respect to Schedule No. 3, a Certificate of True Copy was filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No 25483 on March 4, 2005; and

WHEREAS, the Schedule No. 3 to the Master Lease was terminated on January 11, 2007; and

WHEREAS, Lessor desires to execute this Termination to evidence for the public record the termination of the Schedule No. 3.

NOW THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Termination of Schedule to Master Lease.** Lessor hereby declares for the public record that Schedule No. 3 to the Master Lease and any other documents filed under STB Recordation No. 25483 are hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Full Termination of Schedule to Master Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

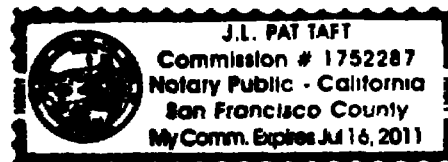
By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & Chief Financial Officer

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On August 22nd, 2007 before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and CFO of Helm Financial Corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature J. L. Pat Taft



(Seal)

SCHEDULE A

To the Termination of Schedule to Master Lease Dated August 20, 2007

Description of the Units: Eighteen (18) boxcars.

Unit Mark and Numbers:

FXE 811038 - 811055 (Inclusive)